



**ARIAD Pharmaceuticals, Inc.**

**Corporate Code of Conduct and Ethics**

**Effective: October 3, 2008**

This Code is the cornerstone of our corporate compliance program. These standards of corporate conduct and ethics apply to all associates of ARIAD, including each member of ARIAD's Board of Directors, each member of senior management and each employee. These standards reflect the fundamental values of fairness and integrity that are a part of our daily lives. Applying these standards to our business lives is an extension of the values by which we are known as individuals and by which we want to be known as a company. To that end, we have made this Code publicly available on our website.

It is our responsibility to conduct ourselves in an ethical business manner. If any one of us violates these standards, he or she can expect a disciplinary response, up to and including termination of any employment or other relationship with ARIAD. If any breach of the Code is known to you, you are obligated to report violations to the Chief Compliance Officer. While it is impossible for this Code to describe every situation that may arise, these standards are guidelines that should govern our conduct at all times. If you are confronted with situations not covered by this Code, or have questions regarding the matters that are addressed in the Code, you are urged to consult with the Chief Compliance Officer. The provisions of the Code regarding the actions ARIAD will take are guidelines which ARIAD intends to follow. There may be circumstances, however, that in ARIAD's judgment require different measures or actions and in such cases it may act accordingly while still attempting to fulfill the principles underlying this Code.

The following questions and answers address ARIAD's implementation of the Code. ARIAD has attempted to design procedures that ensure maximum confidentiality, anonymity, and, most important, freedom from the fear of retaliation for complying with and reporting violations under the Code.

**Q: Who is responsible for administering, updating and enforcing the Code?**

**A:** ARIAD's Board of Directors has appointed the Chief Compliance Officer and the Nominating and Corporate Governance Committee of the Board of

Directors to administer, update and enforce the Code. Ultimately, the Board of Directors of ARIAD must ensure that the Chief Compliance Officer and the Nominating and Corporate Governance Committee fulfill their responsibilities.

The Chief Compliance Officer has overall responsibility for overseeing the implementation of the Code. Specific responsibilities of the position are to:

- Develop the Code based on legal requirements, regulations and ethical considerations pertinent to ARIAD's operations;
- Ensure that the Code is distributed to all associates and that all associates acknowledge the principles of the Code;
- Provide a reporting mechanism so that associates have a confidential and anonymous method of reporting suspected violations of the Code;
- Implement a training program around the Code;
- Audit and assess compliance with the Code;
- Serve as a point person for receiving reports of violations, asking questions under the Code, conducting investigations, with the assistance of counsel as appropriate, of reported violations of the Code under the direction of the Nominating and Corporate Governance Committee and reporting such findings to the Nominating and Corporate Governance Committee;
- Serve as a liaison and advisor to the Nominating and Corporate Governance Committee in carrying out its primary responsibilities under the Code; and
- Revise and update the Code as necessary to respond to detected violations and changes in the laws, regulations and ethical guidelines pertinent to ARIAD's operations.

The Nominating and Corporate Governance Committee is comprised solely of non-management independent directors of ARIAD. The primary responsibilities of the Nominating and Corporate Governance Committee are to:

- Assist the Chief Compliance Officer in developing and updating the Code;
- Develop procedures to monitor and audit compliance with the Code;
- Conduct internal investigations, with the assistance of counsel as appropriate, of suspected compliance violations;
- Evaluate disciplinary action for associates who violate the Code;

- In the case of more severe violations of the Code, make recommendations regarding disciplinary action to the Board of Directors; and
- Evaluate the effectiveness of the Code and improve the Code.

The Nominating and Corporate Governance Committee will provide a summary of all matters considered under the Code to the Board of Directors at each regular meeting thereof, or sooner if warranted by the severity of the matter. All proceedings and the identity of the reporting person will be kept confidential to the extent required by applicable law.

**Q: How do I report violations or suspected violations of the Code?**

**A:** All violations or suspected violations of the Code and any questions concerning the Code should be reported to the Chief Compliance Officer in writing, by e-mail to [compliance@ariad.com](mailto:compliance@ariad.com) or by telephone to the Chief Compliance Officer at (617) 494-0400. The Chief Compliance Officer can assist you in answering questions concerning the Code.

**I. GENERAL REQUIREMENTS**

This Code states our commitment, as a company and as individuals, to conduct our business in conformity with appropriate legal and ethical standards. You are expected to (i) be honest, fair, and accountable in all business dealings and obligations, and to ensure the ethical handling of conflicts of interest between personal and professional relationships; (ii) provide to the Chief Financial Officer accurate and timely information known to you which may be relevant to ARIAD for disclosure in the reports required to be filed by ARIAD with the Securities and Exchange Commission ("SEC") and in other public communications made by ARIAD; and (iii) comply with applicable governmental laws, rules and regulations.

In addition to the standards described in this Code, each employee must abide by all policies set forth in the ARIAD Pharmaceuticals, Inc. Employee Handbook which is provided to each employee upon hire by the company. In addition, each employee is bound by the terms and conditions of his or her employment agreement, if any, with the company. Any violation or breach of any provision of the company's Employee Handbook Policies or employment agreements may result in separate disciplinary and/or legal action directly by the company to protect the company's rights, and an employee's compliance with this Code provides no defense in that regard.

## **II. CONFLICTS OF INTEREST**

You should avoid any situation that may involve, or even appear to involve, a conflict between your personal interests and the interests of ARIAD. In dealings with current or potential partners, customers, suppliers, contractors, organizations, competitors and the medical community generally, you should act in the best interests of ARIAD to the exclusion of your personal advantage. Because no one policy can cover all conflict of interest situations that you may encounter and judgment is involved in determining whether such a conflict exists, you should consult with the Chief Compliance Officer prior to engaging in any dealing to determine whether your personal interest may conflict with the interests of ARIAD. Examples of situations that should be avoided include:

- Having a substantial undisclosed financial interest in a competitor;
- Serving as a director, officer or employee of an actual competitor;
- Having a significant undisclosed interest in a transaction when you know that ARIAD is actively engaged in pursuing the transaction;
- Appropriating to yourself any business opportunity in which ARIAD has an interest;
- Conducting a significant amount of business for ARIAD with any company in which your immediate family member is a principal or officer;
- Using company property or information in your position at ARIAD for your own personal gain; or
- Receiving any loan or advance from ARIAD other than customary advances or corporate credit in the ordinary course of business.

You should make prompt and full disclosure in writing to the Chief Compliance Officer of any situation that may involve a conflict of interest. A committee of the Board, solely composed of independent directors, will review and approve, in advance, all such transactions as required by the laws, bylaws, rules and/or regulations as applicable, of the SEC, the NASDAQ Stock Market, Inc., or any other governmental or regulatory authority.

## **III. PROPER PROTECTION AND USE OF COMPANY ASSETS**

Proper protection and use of company assets and assets entrusted to it by others, including proprietary information, are fundamental responsibilities of each associate of ARIAD. You must comply with security programs to safeguard such assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust. These provisions also apply to property (including proprietary and confidential information) of others entrusted to ARIAD.

#### **A. Proper Use of Company Property**

ARIAD's funds, products, property and services are its property and remain ARIAD's property after an individual's employment or directorship terminates. The removal of ARIAD's property from its facilities is prohibited without prior authorization from the Chief Compliance Officer or Chief Financial Officer.

#### **B. Confidential Information**

ARIAD provides you with confidential information relating to ARIAD and its business with the understanding that such information will be held in confidence and not communicated to anyone who is not authorized to see it, except as may be required by law. You may not disclose ARIAD's confidential information to an unauthorized third party or use ARIAD's confidential information for your own personal benefit.

#### **C. Accurate Records and Reporting**

ARIAD is required by law to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and for preparing periodic reports filed with the SEC. Because the integrity of ARIAD's external reports to shareholders and to the SEC depends on the integrity of ARIAD's internal reports and record-keeping, you must adhere to the highest standards of care with respect to our internal records and reporting. ARIAD is committed to full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by it with the SEC, and it expects you to work diligently towards that goal. If you believe ARIAD's books and records are not in accord with these requirements, you should immediately report the matter to the Chief Compliance Officer. Such reports shall be investigated in accordance with ARIAD's policy entitled "Receipt, Retention and Treatment of Complaints Regarding Financial Reporting, Accounting, Internal Accounting Controls, or Auditing Matters."

#### **D. Document Retention**

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In addition, any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once you have become aware of the existence of such

threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. You are required to comply with ARIAD's document retention policies contained in ARIAD's Employee Handbook.

#### **E. Corporate Advances**

ARIAD is prohibited by law from loaning money to you except in limited circumstances. It is a violation of the Code for you to advance company funds to any other associate or to yourself except for usual and customary business advances which are approved by a supervisor or pursuant to a corporate credit card for usual and customary business purposes. Company credit cards are to be used only for authorized business purposes. You will be responsible for any unauthorized charges to a company credit card.

### **IV. FAIR DEALING PRACTICES**

ARIAD does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of ARIAD or its associates. Offering, giving, soliciting or receiving any form of bribe to or from an employee of a customer or supplier to influence that employee's conduct is strictly prohibited. Cash or cash-equivalent gifts must not be given or received by you. Gifts, favors, entertainment or other inducements may not be accepted by you or members of your immediate family from any person or organization that does or seeks to do business with, or is a competitor of, ARIAD, except as common courtesies usually associated with customary business practices. Any gift which is of more than token value must be approved by the Nominating and Corporate Governance Committee prior to acceptance.

#### **A. Competitive Practices**

Although the free enterprise system is based upon competition, rules have been imposed stating what can and what cannot be done in a competitive environment. Certain practices can lead to liability for "unfair competition" and should be avoided, including disparagement of competitors, disrupting a competitor's business or making misrepresentations about the nature, quality or character of ARIAD's services and products. We may describe our services and products based only on their documented specifications.

#### **B. Antitrust Concerns**

Federal and state antitrust laws preserve the free enterprise system by ensuring that competition is the primary regulator of the economy. Every corporate decision that involves customers, competitors, and business planning with

respect to output, sales and pricing raises antitrust issues. Failing to recognize antitrust risk is costly. Antitrust litigation can be very expensive and time-consuming. Moreover, violations of the antitrust laws can, among other things, subject you and ARIAD to the imposition of injunctions, treble damages, and heavy fines. Also, criminal penalties may be imposed. Individual employees can receive heavy fines or even be imprisoned. For this reason, antitrust compliance should be taken seriously at all levels within ARIAD. Always immediately inform the Chief Compliance Officer if local, state or federal law enforcement officials request information from ARIAD concerning its operations.

A primary focus of antitrust laws is on dealings between competitors. We do not engage in conduct that may create an impression of conspiring with competitors. ARIAD employees should not create or participate in any understanding or agreement with any competitor regarding prices, pricing policies, fees, or terms or conditions of sale of any product. You must never discuss past, present, or future prices, pricing policies, bundling, discounts or allowances, royalties, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, allocation of customers or territories, or bidding on a job with a competitor. Be careful of your conduct. An “agreement” that violates the antitrust laws may be not only a written or oral agreement, but also a “gentlemen’s agreement” or a tacit understanding.

### **C. Political Contributions**

Company funds, products, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government.

## **V. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

### **A. Insider Trading Policy**

ARIAD expressly forbids you from trading on material non-public information or communicating material non-public information to others in violation of the law. This conduct is frequently referred to as “insider trading.” This policy applies to every associate of ARIAD and extends to activities both within and outside their duties to ARIAD, including trading for a personal account.

### **B. Equal Employment Opportunity**

ARIAD makes employment-related decisions without regard to a person’s race, color, religious creed, age, sex, sexual orientation, marital status, national origin, ancestry, present or past history of mental disorder, mental retardation, learning disability or physical disability, including, but not limited to, blindness and

genetic predisposition, or any other factor unrelated to a person's ability to perform the person's job. "Employment decisions" generally mean decisions relating to hiring, recruiting, training, promotions and compensation, but the term may encompass other employment actions as well. ARIAD encourages you to bring any problem, complaint or concern regarding any alleged employment discrimination to the attention of the Human Resources Department or your immediate supervisor. If you have concerns regarding conduct you believe is discriminatory, you should also contact the Chief Compliance Officer.

### **C. Sexual Harassment Policy**

ARIAD is committed to maintaining a collegial work environment in which all individuals are treated with respect and dignity and which is free of sexual harassment. In keeping with this commitment, ARIAD will not tolerate sexual harassment of associates by anyone, including any supervisor, co-worker, vendor, client or customer, whether in the workplace, at assignments outside the workplace, at company-sponsored social functions or elsewhere.

### **D. Health, Safety & Environment Laws**

Health, safety, and environmental responsibilities are fundamental to ARIAD's values. Associates are responsible for ensuring that ARIAD complies with all provisions of the health, safety, and environmental laws of the United States, any states and of other countries where ARIAD does business. The penalties that can be imposed against ARIAD and its associates for failure to comply with health, safety, and environmental laws can be substantial, and include imprisonment and fines.

### **E. Health Care Regulations**

As a pharmaceutical manufacturer, ARIAD conducts [or will conduct] a wide array of activities in the healthcare marketplace, including research, medical and other education, marketing, and sales. Each of these activities is subject to numerous legal and ethical standards, many of which are unique to the healthcare industry. Potentially applicable laws include the Federal Food, Drug, and Cosmetic Act and FDA regulations, the anti-kickback provisions of the federal Social Security Act and Department of Health and Human Services Office of the Inspector General ("OIG") regulations, the federal False Claims Act, and comparable state laws. ARIAD is committed to complying with all applicable laws and regulations and adhering to the highest ethical standards in its marketing, promotional, educational, and research activities.

It is ARIAD's policy that the marketing of its products be evidence-based and aimed at enhancing the practice of medicine and appropriate patient care. Interactions with healthcare professionals and other customers must focus on (1) providing current, accurate, and balanced information about ARIAD products, and (2) transmitting sound scientific and educational information. In no case shall ARIAD employees offer or pay anything of value to a healthcare professional, or other person or entity in a position to influence prescribing, in order to induce them to purchase, prescribe, use, recommend, or dispense an ARIAD product.

ARIAD operates in a highly competitive market environment. Our competitors may choose to compete in ways that are not consistent with these policies. However, business pressures or competitive activities are not an acceptable reason for failure to comply with ARIAD policies.

You should ensure that you are familiar with and adhere to applicable ARIAD policies for particular marketing, sales, educational, and research activities (including, for example, product promotion, research and independent medical education grants, and physician consulting and service agreements). In light of the broad scope of the promotional, educational, and research activities conducted by ARIAD, some arrangements may not be specifically addressed by ARIAD policies. If you are uncertain about how a policy applies to a particular arrangement or if you encounter a situation that does not seem to be covered by any policy, you should discuss the matter with your supervisor or the Chief Compliance Officer.

## **VI. REPORTING VIOLATIONS UNDER THE CODE: NON-RETALIATION POLICY**

### **A. Obligation to Make Reports and Procedures**

If you have any information or knowledge regarding the existence of any violation or suspected violation of the Code, you have a duty to report in good faith the violation or suspected violation to the Chief Compliance Officer. Failure to make a good faith report of suspected or actual violations is itself a violation of the Code and may result in disciplinary action including termination of your employment or legal action. Reports may be made on a completely confidential and anonymous basis. To the extent any investigation is necessitated by a report, ARIAD will endeavor to keep the proceedings and your identity confidential to the fullest extent of applicable law.

## **B. Anti-Retaliation Pledge**

If you report in good faith a suspected violation under the Code by ARIAD (or its agents acting on behalf of ARIAD) or raise issues or concerns regarding ARIAD's business or operations to the Chief Compliance Officer, you may not be fired, demoted, reprimanded or otherwise harmed based solely on your reporting of the suspected violation, issues or concerns. In addition, if you report in good faith a suspected violation under the Code which you reasonably believe constitutes a violation of a federal statute by ARIAD, or its agents acting on behalf of ARIAD, to a federal regulatory or law enforcement agency, you may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment based solely on the reporting of the suspected violation, regardless of whether the suspected violation involves you, your supervisor or senior management of ARIAD. This anti-retaliation pledge will protect you for your good faith reporting of the suspected or actual violation, but does not extend protection or provide a defense in the event of your own poor performance or violation or breach of the Code or the policies set forth in the company's Employee Handbook Policies or employee agreements.

## **VII. QUESTIONS UNDER THE CODE AND WAIVER PROCEDURES**

You are encouraged to consult with the Chief Compliance Officer about any uncertainty or questions you may have under the Code. If any situation should arise where a course of action would likely result in a violation of the Code (but for which you think that a valid reason exists), you should contact the Chief Compliance Officer, who will submit the request for waiver to the Nominating and Corporate Governance Committee for consideration as to whether to grant such a waiver prior to the time the action is taken. No waivers will be granted after the fact for actions already taken. Except as noted below, the Nominating and Corporate Governance Committee will review all the facts surrounding the proposed course of action and will determine whether a waiver from any policy in the Code should be granted.

*Waiver Procedures for Executive Officers and Directors.* Waiver requests by an executive officer or member of the Board of Directors shall be referred by the Nominating and Corporate Governance Committee, with its recommendation, to the Board of Directors for consideration. If either (i) a majority of the independent directors on the Board of Directors, or (ii) a committee comprised solely of independent directors agrees that the waiver should be granted, it will be granted. ARIAD will disclose the nature and reasons for the waiver on a Form 8-K to be filed with the Securities and Exchange Commission as required by applicable law. If the Board denies the request for a waiver, the waiver will not be granted and you may not pursue the intended course of action.

It is ARIAD's policy to grant waivers from the Code only in limited and compelling circumstances.

## **VIII. FREQUENTLY ASKED QUESTIONS AND ANSWERS**

The following questions and answers address your obligation to comply with the Code. ARIAD has attempted to design procedures that ensure maximum confidentiality and, most important, freedom from the fear of retaliation for complying with and reporting violations under the Code.

**Q: Do I have a duty to report violations under the Code?**

**A:** Yes, participation in the Code and in its compliance program is mandatory. You must immediately report any suspected or actual violation of the Code to the Chief Compliance Officer. ARIAD will keep reports confidential to the fullest extent required by applicable law. Failure to report suspected or actual violations is itself a violation of the Code and may subject you to disciplinary action, up to and including termination of employment or legal action.

**Q: I'm afraid of being fired for raising questions or reporting violations under the Code. Will I be risking my job if I do?**

**A:** The Code contains a clear non-retaliation policy, meaning that if you in good faith report a violation of the Code by ARIAD, or its agents acting on behalf of ARIAD, to the Chief Compliance Officer, ARIAD will undertake to protect you from being fired, demoted, reprimanded or otherwise harmed for reporting the violation, even if the violation involves you, your supervisor, or senior management of ARIAD. You are entitled to make the report on a confidential and anonymous basis. To the extent an investigation must be initiated, ARIAD will keep confidential any report you make to the Chief Compliance Officer to the extent required by applicable law.

In addition, if you report a suspected violation under the Code that you reasonably believe constitutes a violation of a federal statute by ARIAD, or its agents acting on behalf of ARIAD, to a federal regulatory or law enforcement agency, you may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment for reporting the suspected violation, regardless of whether the suspected violation involves you, your supervisor or senior management of ARIAD.

**Q: How are suspected violations investigated under the Code?**

**A:** When you report a suspected violation to the Chief Compliance Officer, the Nominating and Corporate Governance Committee or the Chief Compliance Officer may initiate an investigation with the assistance of counsel as appropriate, to gather information about the allegation by interviewing you, the associate who is accused of the violation, and/or any co-workers or others to determine if a factual basis for the allegation exists. ARIAD will keep your identity confidential to the fullest extent required by applicable law.

If the report is not substantiated, you will be informed and at that time will be asked for any additional information not previously communicated. If there is no additional information, the Chief Compliance Officer will close the matter as unsubstantiated. If the allegation is substantiated, the Nominating and Corporate Governance Committee will make a judgment as to the degree of severity of the violation and the appropriate disciplinary response. In more severe cases, the Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors for its approval. The Board's or such committee's decision as to disciplinary and corrective action will be final. In the case of less severe violations, the Chief Compliance Officer may refer the violation to the Human Resources Department for appropriate disciplinary action.

The Nominating and Corporate Governance Committee shall provide a summary of all matters considered under the Code to the Board of Directors at each regular meeting thereof, or sooner if warranted by the severity of the matter.

**Q: Do I have to participate in any investigation under the Code?**

**A:** Your full cooperation with any pending investigation under the Code is a condition of your continued relationship with ARIAD. The refusal to cooperate fully with any investigation is a violation of the Code and grounds for discipline, up to and including termination.

**Q: What are the consequences of violating the Code?**

**A:** As explained above, associates who violate the Code may be subject to discipline, up to and including termination of employment. Associates who violate the Code may simultaneously violate federal, state, local or foreign laws or regulations, company policies or their employment agreement. Such associates may be also subject to prosecution,

imprisonment and fines, and may be required to make reimbursement to ARIAD, the government or any other person for losses resulting from the violation. They may be subject to punitive or treble damages depending on the severity of the violation and applicable law.

**Q: What if I have questions under the Code or want to obtain a waiver under any provision of the Code?**

**A:** The Chief Compliance Officer can help answer questions you may have regarding the Code. Particularly difficult questions will be answered with input from the Nominating and Corporate Governance Committee as a whole. In addition, Section VII of the Code provides information on how you may obtain a waiver from the Code, which will be granted only in very limited circumstances. You should never pursue a course of action that is unclear under the Code without first consulting the Chief Compliance Officer, and if necessary, obtaining a waiver from the Code.